

LLOYDS TSB BANK plc

At the annual general meeting of the members of the company held at 25 Gresham Street, London, EC2V 7HN, on 16th June, 2006, the following resolutions, as set out in the notice of meeting, were passed:

ORDINARY RESOLUTION

- (3) "That the directors be generally and unconditionally authorised pursuant to and in accordance with section 80 of the Companies Act 1985 (the "Act") to exercise for a period ending five years from the date of this resolution all the powers of the company to allot relevant securities, as defined in the Act, up to an aggregate nominal amount equal to the authorised capital of the company for the time being created and unissued (£108,319,069); and by that authority the directors may make offers or agreements which would or might require securities to be allotted after the expiry of that period."

SPECIAL RESOLUTIONS

- (4) "That, subject to the passing of resolution (3) in the notice of this meeting:
- (a) the directors be empowered to allot equity securities, as defined in the Companies Act 1985 (the "Act"), wholly for cash pursuant to and within the terms of the authority in resolution (3), as if section 89(1) of the Act did not apply to the allotment of equity securities, up to an aggregate nominal amount equal to the authorised capital of the company for the time being created and unissued (£108,319,069);
 - (b) the power conferred in this resolution shall cease to have effect when the authority in resolution (3) is revoked or expires; and
 - (c) by the power conferred by this resolution, the directors may, during the period mentioned in resolution (3), make any offer or agreement which would or might require securities to be allotted after the expiry of the period and the directors may allot securities in pursuance of any such offer or agreement as if the power conferred in this resolution had not expired."



The following resolution was passed as a special resolution:

- (5) "That the articles of association of the company be amended by:
- (i) deleting the existing article 14 and replacing it with the following new articles:
 - "14. (1) The directors, and any committee of authorised persons, as defined in article 13, may meet by way of video conference or conference telephone or similar equipment designed to allow everybody to take part in the meeting; or by way of a series of video conferences or telephone calls from the chairman of the meeting. Participation in this way shall be treated as being present at the meeting.
 - (2) A meeting which takes place by a series of video conference calls or telephone calls from the chairman shall be treated as taking place where the chairman is. In other cases, meetings shall be treated as taking place where the largest group of the participants are or, if there is no such group, where the chairman is."
 - "15. A resolution in writing signed or approved by fax or by any electronic communication or by telephone and subsequently confirmed in writing or by fax or by electronic communication by not less than 90% of the directors or 90% of those constituting a committee of authorised persons, as defined in article 13 as appropriate for the time being in the United Kingdom and entitled to vote thereon shall be as valid and effectual as a resolution duly passed at a meeting of the directors or committee of authorised persons and may consist of several documents or other such forms of approval in the like form each signed or so approved by one or more directors or authorised persons as appropriate. Regulation 93 shall be amended accordingly."; and
 - (ii) re-numbering all subsequent articles accordingly."



A.J. Michie
Secretary

19th June, 2006